

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO PUBLIC BUILDINGS
AUTHORITY,

Debtors.

PROMESA
Title III

No. 17 BK 5523-LTS

(Jointly Administered)

Re: ECF Nos. 55, 56, 57, 79

**This Motion relates only to PBA,
and shall be filed in Case No. 17-
BK-3283-LTS and Case No. 17-
BK-5523-LTS**

**URGENT MOTION (A) TO EXTEND DEADLINE FOR FILING PROOFS OF CLAIM AND
(B) TO APPROVE FORM AND MANNER OF NOTICE THEREOF**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA", and together with the Commonwealth, COFINA, HTA, ERS, and PREPA, the "Debtors") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

The Puerto Rico Public Buildings Authority (“PBA” or the “Debtor”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as representative for PBA pursuant to Section 315(b) of the Puerto Rico Oversight, Management and Economic Stability Act (“PROMESA”),² hereby respectfully submits this urgent motion (the “Motion”), pursuant to Section 105(a) of Title 11 of the United States Code (the “Bankruptcy Code”), made applicable to these cases pursuant to PROMESA section 301(a), and Rule 2002(m) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to these cases pursuant to PROMESA section 310, for entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), (a) extending the deadline for filing proofs of claim and (b) approving form of notice; and in support of this Motion, PBA respectfully states as follows:

JURISDICTION

1. The United States District Court for the District of Puerto Rico has subject matter jurisdiction to consider this matter and the relief requested herein pursuant to PROMESA section 306(a).
2. Venue is proper in this district pursuant to PROMESA section 307(a).

BACKGROUND

3. On March 11, 2020, the Court entered the *Order (A) Establishing Deadlines and Procedures for Filing Proofs of Claim and (B) Approving Form and Manner of Notice Thereof* [ECF No. 55]³ (the “Bar Date Order”). The Bar Date Order set a deadline of 4:00 p.m. (Atlantic Standard Time) on April 30, 2020 for filing proofs of claim (as defined in Bankruptcy Code section 101(5)) against PBA (the “General Bar Date”) on account of (i) claims arising, or deemed to have arisen, prior

² PROMESA has been codified at 48 U.S.C. §§ 2101-2241.

³ Unless otherwise noted, all ECF numbers refer to filings in Case No. 19 BK 5523-LTS.

to September 27, 2019, the commencement date for the PBA Title III case, including, for the avoidance of doubt, claims arising under Bankruptcy Code section 503(b)(9), and (ii) claims asserted by governmental units (as defined in Bankruptcy Code section 101(27)). The Bar Date Order further permitted claimants to file proofs of claim by hand delivery at claims collection centers to be established at various locations on the island of Puerto Rico, as well as in Brooklyn, NY (collectively, the “Collection Centers”).

4. On March 15, 2020, in response to the spread of COVID-19 in Puerto Rico, the Governor of Puerto Rico signed the *Executive Order of the Governor of Puerto Rico, Hon. Wanda Vázquez Garced, to Make Viable the Necessary Government and Private Closures to Fight the Effects of Coronavirus (COVID-19) and Control the Risk of Contagion on Our Island*, Administrative Bulletin No. OE-2020-023 (the “First Executive Order”). The Executive Order ordered the “closure of all businesses in Puerto Rico as of today, March 15 at 6:00 p.m. until March 30, 2020.” Furthermore, the Executive Order imposed a curfew from 9:00 p.m. through 5:00 a.m., during which time all residents of Puerto Rico must remain at home, and limited the purposes for which citizens may travel for essential services during non-curfew hours.

5. On March 17, 2020, and as a result of the mandatory closure, PBA filed the *Urgent Motion (A) to Extend Deadline for Filing Proofs of Claim and (B) to Approve Form and Manner of Notice Thereof* [ECF No. 56]. By order, dated March 18, 2020, the Court extended the deadline for filing proofs of claim to 4:00 p.m. (Atlantic Standard Time) on May 15, 2020 (the “First Extended Bar Date”) [ECF No. 57] (the “First Bar Date Extension Order”).

6. As a result of the continuing effects of the outbreak, on March 30, 2020, the Governor signed Executive Order OE-2020-029 (“Second Executive Order”), which amended the First Executive Order by imposing a stricter shelter-in-place order through April 12, 2020. The curfew

was extended to require all Puerto Rico residents to remain in their homes between 7 p.m. and 5 a.m. and further clarified that residents may only leave their homes under certain limited circumstances.

7. On April 12, 2020, the Governor issued Executive Order OE-2020-033 (as subsequently amended by Executive Order OE-2020-034 on April 14, 2020, the “Third Executive Order”), which further extended, with some modifications, the existing protective measures to May 3, 2020.

8. On April 29, 2020, and as a result of the mandatory closure, PBA filed its second *Urgent Motion (A) to Extend Deadline for Filing Proofs of Claim and (B) to Approve Form and Manner of Notice Thereof* [ECF No. 78]. By order, dated March 18, 2020, the Court extended the deadline for filing proofs of claim to 4:00 p.m. (Atlantic Standard Time) on June 26, 2020 (the “Second Extended Bar Date”) [ECF No. 79] (the “Second Bar Date Extension Order”).

9. On May 21, 2020, the Governor signed the *Executive Order of the Governor of Puerto Rico, Hon. Wanda Vázquez Garced, in Order to Extend the Lockdown, Continue the Gradual Reopening of Various Economic Sectors, and Other Related Purposes with Respect to the Measures Taken to Control the Risk of Contagion with COVID-19 in Puerto Rico*, Executive Order OE-2020-041 (the “Fourth Executive Order,” and together with the First Executive Order, the Second Executive Order, and the Third Executive Order, the “Executive Orders”), which further extended protective measures, with some modifications, through June 15, 2020.

10. As a result of the restrictions imposed by the Executive Orders, the Collection Centers located in Puerto Rico will not open prior to June 15, 2020. Notwithstanding this delay in the opening of the Collection Centers located in Puerto Rico, creditors have been able to submit proofs of claim online or through the mail in accordance with the procedures set forth in the Bar Date Order. Prior to June 15, 2020, creditors are encouraged to file proofs of claim utilizing such other means.

RELIEF REQUESTED

11. In light of the fact that the Collection Centers will not open prior to June 15, 2020, the Debtors submit that a brief further extension of the General Bar Date, to and including **July 29, 2020** (the “Third Extended Bar Date”), is appropriate. Accordingly, PBA respectfully requests entry of an order, substantially in the form annexed to the Proposed Order as **Attachment 1** (the “Third Extended Bar Date Notice”), granting this brief extension of deadlines and approving PBA’s proposed form of notice thereof.

12. In consenting to this extension, PBA does not waive any arguments, rights, or defenses with respect to any requests to seek allowance of claims filed after the Third Extended Bar Date. Furthermore, PBA’s consent to a brief extension shall not be deemed or construed as creating or conferring any right upon any persons or entities, or evidence of any willingness or obligation on PBA’s part to consent to any other or further modification of or relief from the Third Extended Bar Date, as the case may be.

NOTICE OF ENTRY OF ORDER AND OF BAR DATES AND RELATED PROCEDURES

13. PBA proposes to provide notice of the Third Extended Bar Date by causing a copy of a publication notice, substantially in the form of the Third Extended Bar Date Notice, to be published on or before fifteen (15) days, or as soon as practicable, after the date the Court’s order granting the Motion is issued, in (a) *El Nuevo Dia* in Spanish (primary circulation is in Puerto Rico), (b) *Caribbean Business* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), and (d) *The Bond Buyer*. The publication notice has been tailored to provide notice of the Third Extended Bar Date on an extensive basis throughout Puerto Rico and the United States. PBA believes the publication notice would provide any claimants unknown to the Debtor that may potentially hold claims against the

Debtor with adequate notice of the Third Extended Bar Date.

14. PBA also proposes to provide notice of the Third Extended Bar Date by causing no less than fourteen (14) radio advertisements, as soon as practicable after the date the Court's order granting the Motion is issued, specifying the nature of the Title III case, the Bar Date extension date, and phone numbers, emails, or websites from which parties may obtain additional information regarding the Third Extended Bar Date, to be aired during the two-week period preceding the Third Extended Bar Date, on (a) WMEG-FM (contemporary hit radio) in Spanish and (b) WKAQ-AM (Spanish language radio) in Spanish. The radio notice, as a supplement to the publication notice, has been tailored to provide notice of the Extended Bar Date on an extensive basis throughout Puerto Rico. PBA believes the radio notice, as a supplement to the publication notice, would provide any claimants unknown to the Debtor that may potentially hold claims against the Debtor with adequate notice of the Third Extended Bar Date.

15. PBA intends to issue reminder notices of the Third Extended Bar Date by causing a copy a publication notice, substantially in the form of the Reminder Notice, attached as Exhibit 1-A to the Bar Date Order, to be published in the periodicals identified in paragraph 13 on a date that is seven (7) to fourteen (14) days before the Third Extended Bar Date.

16. PBA submits that the proposed procedures for serving and publishing the Third Extended Bar Date Notice comply with the requirements of PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Local Bankruptcy Rules, to be made applicable in these Title III Cases pursuant to the *Twelfth Amended Case Management Procedures* [Case No. 17-3283, ECF No. 13383-1].

NOTICE

17. PBA has provided notice of this Motion to (collectively, the "Notice Parties"): (a) the

Office of the United States Trustee for the District of Puerto Rico; (b) the Fiscal Agent for the Debtor's bonds; (c) the entities on the list of creditors holding the 20 largest unsecured claims against PBA; (d) the Office of the United States Attorney for the District of Puerto Rico; (e) counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority; (f) the Puerto Rico Department of Justice; and (g) all parties filing a notice of appearance in this Title III Case. PBA submits that, in light of the nature of the relief requested, no other or further notice need be given.

CERTIFICATION

18. In accordance with Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certifies that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that PBA has not created the urgency through lack of due diligence on its part. The undersigned further certifies that PBA has made a good faith effort to resolve the matter without a hearing.

WHEREFORE PBA respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: June 10, 2020

San Juan, Puerto Rico

Respectfully submitted,

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

Carla García Benítez

USDC No. 203708

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800

San Juan, PR 00918-1813

Tel: (787) 764-8181

Fax: (787) 753-8944

*Attorneys for the Financial Oversight and
Management Board for Puerto Rico, as
representative of the Puerto Rico Public
Buildings Authority*

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)

Brian S. Rosen (*pro hac vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Co-Attorneys for the Financial Oversight and
Management Board for Puerto Rico, as
representative of the Puerto Rico Public
Buildings Authority*

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

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THE PUERTO RICO PUBLIC BUILDINGS
AUTHORITY,

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PROMESA
Title III

No. 17 BK 5523-LTS

(Jointly Administered)

Re: ECF Nos. 55, 56, 57, 79

**ORDER (A) EXTENDING DEADLINES FOR FILING PROOFS OF CLAIM AND (B)
APPROVING FORM AND MANNER OF NOTICE THEREOF**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA", and together with the Commonwealth, COFINA, HTA, ERS, and PREPA, the "Debtors") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the *Urgent Motion (A) To Extend Deadline for Filing Proofs of Claim and (B) To Approve Form and Manner of Notice Thereof* [ECF No. ____], dated June 10, 2020 (the “Motion”),² of Puerto Rico Public Buildings Authority (“PBA”) for entry of an order (this “Order”) establishing an extended deadline for filing proofs of claim against PBA; and this Court having jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of PBA, its creditors, and other parties in interest; and the Court having found that, based upon the relief requested by the Motion, no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein, or withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The General Bar Date for claimants to submit proofs of claim either electronically, by mail, or by hand delivery, as defined and set forth in the *Order (A) Establishing Deadlines and Procedures for Filing Proofs of Claim and (B) Approving Form and Manner of Notice Thereof* [Case No. 19-5523, ECF No. 55], shall be extended to **4:00 p.m. (Atlantic Standard Time) on July 29, 2020** (the “Third Extended Bar Date”).
3. In light of closures necessitated by the spread of COVID-19, Puerto Rico-based Collection Centers for claimants to file proofs of claim by hand delivery will not open prior to June 15, 2020. Claimants who wish to file their proofs of claim before June 15, 2020 are encouraged to

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

file electronically or by mail.

4. In accordance with Bankruptcy Rule 2002, PBA, through Prime Clerk, is authorized and directed to cause a copy of a notice, substantially in the form attached hereto as **Attachment 1**, to be published once, as soon as practicable under the circumstances after the entry of this Order, in (a) *El Nuevo Día* in Spanish (primary circulation is in Puerto Rico), (b) *San Juan Star* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), and (d) *The Bond Buyer*.

5. PBA, through Prime Clerk, is authorized and directed to cause no less than fourteen radio advertisements, alerting listeners of the Third Extended Bar Date, to be aired as soon as practicable under the circumstances following entry of this Order for a seven-day period, on (a) WMEG FM (contemporary hit radio) in Spanish and (b) WKAQ AM (Spanish language talk radio) in Spanish.

6. The Debtors, through Prime Clerk, are further authorized and directed to cause a copy of a notice, substantially in the form of the Reminder Notice attached to the Bar Date Order as **Exhibit 1-A**, to be published in the periodicals identified in paragraph 4 on a date that is no fewer than fourteen (14) days prior to the Third Extended Bar Date.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to or arising from the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2020

Honorable Judge Laura Taylor Swain
United States District Judge

Attachment 1

Form of Publication Notice

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:
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PROMESA
Title III

No. 17 BK 5523-LTS

(Jointly Administered)

Re: ECF Nos. 55, 56, 57, 79

NOTICE OF EXTENDED DEADLINES FOR FILING PROOFS OF CLAIM

DEADLINE EXTENSION

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA", and together with the Commonwealth, COFINA, HTA, ERS, and PREPA, the "Debtors") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**TO ALL CREDITORS OF THE DEBTORS, AND TO OTHER PARTIES IN INTEREST,
PLEASE TAKE NOTICE OF THE FOLLOWING:**

On September 27, 2019, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) filed a voluntary petition under section 304(a) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² initiating a Title III case under PROMESA (a “Title III Case”) for the Puerto Rico Public Buildings Authority (“PBA”), Federal Tax ID No. 3801, Case No. 19 BK 5523. **You may be a creditor of PBA, and you may be required to file a proof of claim (“Proof of Claim”).**

The deadline to file a proof of claim has been extended to July 29, 2020 at 4:00 p.m. (Atlantic Time).

If you have already filed a Proof of Claim, no further action is required unless directed by court order, notice, or otherwise.

Key Points

- In a Title III proceeding under PROMESA, creditors may be required to file claim forms stating the amount of money owed to them as of the day the Title III proceeding was filed. This document explains how to file claims.
- **Many creditors in the Title III Cases are not required to file a claim.** For more information, please refer to the Claims Agent’s website at <https://cases.primeclerk.com/puertorico/>, call the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or email at puertoricoinfo@primeclerk.com.
- **If you are not required to file a claim, you do not need to complete and return a claim form**, and you will still keep your rights to vote on a plan of adjustment and receive payments under the plan. A plan of adjustment is a document that explains how a Debtor proposes to pay the amounts it owes to its creditors. Once filed, this plan will be available for creditors to review. Who gets to vote on the plan will be determined at a later date. The amount you may receive under the plan also will be determined later.
- **If you are required to file a claim against any of the Debtors**, the deadline to do so has been extended to **July 29, 2020 at 4:00 p.m., Atlantic Standard Time**. To obtain a form that you may use to file your claim, refer to the contact information below.
- Claims may be filed:

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

- **electronically** by filing on the Claims Agent's website at <https://cases.primeclerk.com/puertorico/EPOC-Index>,
- **by first class mail**, at the following address: Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232,
- **by overnight courier**, at the following address: Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or
- **by hand delivery**, at any of the following locations:
 - Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232
 - Citi Towers, 250 Ponce de León Ave., Suite 503, Hato Rey, San Juan, PR 00918;
 - 151 Calle de San Francisco, 2nd Floor, San Juan, PR 00901;
 - Bianca Convention Center, Carr 2 KM 143, Floor 1, Añasco, PR 00610;
 - Oceana HUB Center, 2 Calle Acerina, Caguas, PR 00725;
 - Joe's Blue, MCS Building, 880 Tito Castro Avenue, 1st Floor, Ponce, PR 00716-4732.³
- PLEASE NOTE THAT, in light of the Governor's May 21, 2020 executive order addressing the situation regarding COVID-19, the collection centers at which claimants may file proofs of claim by hand delivery will not open prior to June 15, 2020. Claimants are encouraged to file proofs of claim electronically or by mail.

After reading this notice, if you require additional information, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com. Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to file a claim, you should talk to an attorney.

³ PBA reserves the right to amend the locations accepting proofs of claim by hand delivery.